

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re

HOUSE SPIRITS DISTILLERY LLC,

Debtor.<sup>1</sup>

Chapter 11

Case No. 25-10660 (KBO)

(Subchapter V)

**DECLARATION OF THOMAS MOONEY IN SUPPORT OF FIRST DAY RELIEF**

I, Thomas Mooney, hereby declare as follows:

1. I am the Founder and CEO of House Spirits Distillery LLC which does business as Westward Whiskey (the “Debtor” or “Westward”).

2. As the Debtor’s CEO, I am generally familiar with the Debtor’s business, day-to-day operations, financial affairs, and books and records. Except as otherwise indicated, the statements set forth in this First Day Declaration are based upon my personal knowledge of the Debtor’s operations, information learned from my review of relevant documents, information supplied to me from the Debtor’s advisors, or my own opinion based on my knowledge, experience, and information concerning the Debtor’s operations and financial condition. I am authorized to submit this declaration on behalf of the Debtor. If called to testify, I could and would testify competently to the matters set forth in this declaration.

3. On April 6, 2025 (the “Petition Date”), the Debtor filed a voluntary petition commencing this chapter 11 case (the “Chapter 11 Case”). The Debtor is eligible, and has elected, to proceed under Subchapter V of title 11 of the United States Code (the “Bankruptcy Code”).

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<sup>1</sup> The last four digits of the Debtor’s federal tax identification number are 2069. The Debtor’s mailing address is 65 SE Washington Street, Portland, OR 97214.

4. The Debtor continues to operate its business and manage its affairs in the ordinary course of business as a debtor in possession. The Debtor has filed various motions identified herein requesting “first day” relief. I submit this declaration in support of such first day relief, as well as to provide support for, and background concerning, the Chapter 11 Case and other pleadings filed or expected to be filed in this case.

## **I. OVERVIEW OF THE DEBTOR’S BUSINESS AND FINANCIAL AFFAIRS**

### **A. The Debtor’s Business**

5. Westward is a Portland, Oregon-based distillery that produces, markets, sells, and distributes premium American single malt whiskeys. Westward is one of the most iconic, respected U.S. craft distilleries and a pioneer of the emerging Premium American Whiskey segment. Below are pictures of the Westward distillery and tasting room.





6. Unlike traditional single malt whiskeys made solely from malted barley, Westward incorporates a unique process that brings together the best of the American craft ale, Scottish single malt, and bourbon traditions. Westward uniquely benefits from the Pacific Northwest's hot, dry summers and cool, wet winters that help raise distinctive, world-class whiskeys.

7. Founded in 2004, Westward was one of only three dozen craft distilleries in the United States. Westward has been dedicated exclusively to the premium whiskey industry from the very beginning, and released its first whiskey through single-cask bottlings in 2012. The original Westward release was a single barrel offering with an age of approximately five years. While different in character to Westward today, this original release reflected the style and process that would make Westward famous—brewed like an American pale ale, fermented slowly using ale yeast, double pot distilled like a Scottish single malt, then aged in new American oak like a bourbon. In 2018, we decided to expand Westward across the United States, starting with our original single malt and then followed by a pinot noir finish and a stout finish. As pictured below, Westward's Cask Strength whiskey, released in 2020, received Westward's first double-gold medal at the San Francisco World Spirits Competition, and in 2022, Cask Strength was named one

of the world's five best whiskeys by Whisky Advocate. This took Westward to the pinnacle of world whiskey because the brand bested most of the world's oldest, largest, and most highly regarded whiskeys.



8. In 2020, Westward debuted its bespoke bottle, which is now widely recognized as one of the best on the shelf, and in 2021, Westward expanded its distribution nationwide and into several export markets, including Australia and Europe. Westward's whiskeys have consistently continued to receive awards and accolades from the most prestigious competitions, including the San Francisco World Spirits Competition, the International Wine and Spirits Challenge, and the Ultimate Beverage Challenge. Most recently, Westward released Milestone, its most luxurious expression drawing on a decade's worth of exceptional whiskey, and the release sold out within days despite the \$249.99 retail price.

9. Currently, Westward produces four whiskeys as part of its core range, as well as quarterly releases for club members across the country. Nearly all Westward expressions are produced from locally sourced malted barley and brewed and fermented in the American craft brewing style using live ale yeast for flavor. Each whiskey is then double pot distilled in the Scottish single malt tradition and matured in new American oak barrels. After initial maturation, Westward selects some casks for secondary maturation from its pinot noir and stout cask finishes, or to create special editions. Most of Westward's bottlings are mingled from several casks for character and consistency, although exceptional casks are kept aside for Westward's single barrel program.



10. In addition to its original American Single Malt, Westward has demonstrated that its whiskey is particularly suited to cask finishing, drawing on its extensive expertise in producing exceptional expressions showcasing flavors unique to the Pacific Northwest. This will facilitate



further evolution of the product lineup and the introduction of new stock keeping units (SKUs) to maintain Westward's appeal to the discerning "whiskey explorer" consumer.

11. Westward's current annual production capacity is equivalent to approximately 50,000 nine-liter cases of finished whiskey, or over \$25 million of net future sales value at current prices. Westward's current inventory exceeds 6,800 barrels, sufficient for over 170,000 nine-liter cases of whiskey in the future, supporting a Compound Annual Growth Rate (CAGR) of over 60% over the next five years.



12. Despite wider category deceleration in whiskey sales, I believe Ultra-Premium American Whiskey shows strong growth. I understand that Ultra-Premium American Whiskey, priced at or above \$60/bottle, is an \$839 million category over the last year, with annual growth of 4.6% compared to a -3.2% decline for whiskey priced under \$60/bottle. The higher-priced points in this category continue to show exceptional resilience in a fast-changing industry and community environment that has seen many categories and more mainstream price points suffer declines.

13. The strength of American whiskey is a story of diversification, as bourbon and Tennessee whiskeys have ceded over fifteen points of market share to rye and more contemporary expressions like American Single Malt. This trend is evidenced by the United States' establishment of an official standard of identity for American Single Malt (the first new standard of identity for American whiskey since bourbon in the 1960s).

14. In 2024, Westward focused its efforts on key markets in the United States (Oregon and California) and abroad (Australia and Taiwan). Westward is showing growth in California, up 16.1% versus overall Ultra-Premium American Whiskey growth of 15.6%. The Westward brand also continues to grow in Oregon, its original market. In 2024, direct-to-consumer sales (including tasting rooms, club, and e-commerce) posted record volume and revenue, with sales revenue per nine-liter case of over \$650. Currently, Westward is the leading independent American single malt brand, and behind only Stranahan's, Bulleit Single Malt, and Clermont Steep.

15. Going forward, Westward's mission is to become the most celebrated luxury American whiskey, and a top 10 American whiskey over \$75 per bottle, which includes its core range and quarterly innovations released through the brand's club. Westward is well-positioned to achieve these goals because it has: (i) the maturing whiskey inventory; (ii) scalable sales opportunity; and (iii) awards and other accolades proving the quality of Westward's whiskeys. Westward is excited about its opportunities to become even more of an industry leader by (a) increasing the number of people who know what Westward does, (b) raising Westward's profile amongst those for whom the idea of the West, and the majesty of the Pacific Northwest, are an inspiration, and (c) becoming a more visible leader in the revival of American craft. Furthermore, Westward has additional capacity at its distillery to produce other spirits as a contract

manufacturer, and currently produces vodka, rum, and aquavit. Although contract production and bottling for other brands is common in the industry, Westward sets itself apart due to (i) the magnitude of its production capacity (over 100,000 9-liter cases a year for gin or other clear spirits), and (ii) the fact that Westward created Aviation gin, making Westward the go-to producer for anyone looking to develop a new gin brand.

**B. The Debtor's Capital Structure**

16. The Debtor is a limited liability company organized under the laws of Delaware.

17. There are (i) 40,245,822 shares of Westward common stock consisting of Class A Units and Class B Units (the "Common Stock") and (ii) 5,102,720 shares of non-voting preferred stock (the "Preferred Stock," together with the Common Stock, the "Outstanding Shares"). Liquor Investment LLC ("Diageo") holds 100% of the Preferred Stock and 32.5% of the Class A Units. Diageo does not own any Class B Units.

18. As of the Petition Date, Westward's only secured creditors are KeyBank National Association which has a security interest in an account which holds \$220,000 as collateral to secure the payment of the Debtor's corporate purchase cards and First Insurance Funding, A Division of Lake Forest Bank & Trust Company, N.A. which has a security interest in a certain financed insurance policy pursuant to an insurance premium financing agreement. The Debtor has no secured creditors with liens on cash collateral, inventory or operating assets. To that end, at my direction, the Debtor's proposed counsel, Pashman Stein Walder Hayden, P.C., performed a lien search on February 28, 2025, and those results are attached hereto as **Exhibit A**.

19. The Debtor has unsecured debt of non-insiders, consisting of amounts owed to contractors, landlords, and vendors, among other others (the "Unsecured Debt"), which are subject in all respects to the Debtor's rights to dispute.



## **II. EVENTS LEADING TO FILING THE CHAPTER 11 CASE**

20. The Debtor is currently facing significant liquidity challenges caused by a range of factors. Over the past several years, numerous atypical events have put a great strain on the Debtor's financial condition, including (i) a general decline and softening of demand for alcohol and spirits products post-COVID, especially over the past two years, (ii) overproduction of the Debtor's whiskeys, leading to a build-up of unsold inventory, (iii) overcapacity after investing heavily in production capacity, hiring, and renting a large warehouse, only to have this capacity sit mostly idle, and (iv) increased cost and inflation stemming from the overall global economy.

21. The Debtor's current leadership and management teams have acted diligently and aggressively and have done everything they can to address the Debtor's liquidity challenges. However, despite management's efforts to address operational issues and implement cost savings initiatives (which lowered Westward's cash used per month by over \$1 million to less than \$300,000), the Debtor's financial situation has continued to worsen. The Debtor's liquidity challenges have been further exacerbated by its inability to seek outside financing due to certain limitations in its operating agreement. Those restrictions were recently lifted, and the Debtor is now actively exploring its financing options.

22. I believe that the Chapter 11 Case will provide the Debtor with the best opportunity to preserve the business as a going concern through value preservation efforts, including, without limitation, making any necessary changes to the Debtor's business plan and eliminating any burdensome contracts and related obligations. In the coming months, the Debtor intends to file a plan of reorganization that the Debtor believes will preserve employee jobs and allow the Debtor to continue as a going concern.

### III. FIRST-DAY MOTIONS

23. Concurrently with the filing of its chapter 11 petition, the Debtor has filed a number of motions identified herein requesting “first day” relief (the “First-Day Motions”) that the Debtor believes are necessary to enable it to maximize the value of its estate while the Chapter 11 Case is pending.

24. The facts set forth in the First-Day Motions are incorporated herein in their entirety. The Debtor requests that the Court grant the First-Day Motions as critical elements in ensuring a smooth transition in and stabilizing and facilitating the Debtor’s operations during the pendency of this Chapter 11 Case.

25. I have reviewed each of the First-Day Motions, and the facts set forth in each First-Day Motion are true and correct to the best of my knowledge, information, and belief with appropriate reliance on the Debtor’s personnel and advisors. To this end, the Debtor has filed the following First Day Motions:

- i. *Debtor’s Motion for Entry of Interim and Final Orders (I) Prohibiting Utility Providers from Altering, Refusing or Discontinuing Utility Services, (II) Approving Proposed Adequate Assurance of Payment to Utility Providers and Authorizing Debtor to Provide Additional Assurance, (III) Establishing Procedures to Resolve Requests for Additional Assurance and (IV) Granting Related Relief;*
- ii. *Debtor’s Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Honor and Continue Certain Customer Programs, (II) Authorizing Banks to Honor and Process Checks and Electronic Transfer Requests Related Thereto, and (III) Granting Related Relief;*
- iii. *Debtor’s Motion for Entry of an Order (I) Authorizing Payment of Prepetition Claims of Certain Critical Vendors and (II) Granting Related Relief;*
- iv. *Debtor’s Motion for Entry of Interim and Final Orders Authorizing, But Not Directing, the Debtor to Pay Certain Taxes;*
- v. *Debtor’s Motion Pursuant to Sections 105(a), 363(b), 363(c), and 1107(a) of the Bankruptcy Code and Bankruptcy Rules 6003 and 6004(h)*

*for Interim and Final Orders Authorizing Debtor to (A) Continue Insurance Policies and Agreements Relating Thereto, (B) Honor Certain Prepetition Obligations in Respect Thereof, (C) Renew, Revise, Extend, Supplement, Change or Enter into New Insurance Coverage as Needed in Their Business Judgment;*

- vi. *Debtor's Motion for Entry of Interim and Final Orders (I) Authorizing the Debtor to Pay Certain Prepetition Wages, Benefits, and Other Compensation Obligations, (II) Authorizing Financial Institutions to Honor All Obligations Related Thereto, and (III) Granting Related Relief;*
- vii. *Debtor's Motion for Entry of Interim and Final Orders (I) Authorizing the Debtor to (A) Continue to Use the Current Cash Management System, (B) Implement the New Cash Management System or any Other Changes to the New Cash Management System as the Debtor Deems Necessary or Appropriate, and (D) Continue to Use Existing Payment Methods; (II) Authorizing the Debtor to Maintain and Continue to Use Existing Business Forms Without Reference to Its Status as Debtor in Possession; (III) Scheduling a Final Hearing; and (V) Granting Related Relief; and*
- viii. *Debtor's Motion for Entry of Interim and Final Orders (I) Authorizing the Payment of Certain Prepetition Warehousemen Claims and (II) Granting Related Relief.*

26. It is my belief that the relief sought in each of the First Day Motions is necessary for a successful reorganization and to maximize creditor recoveries. It is my further belief that, with respect to those First Day Motions requesting the authority to pay specific prepetition claims or continue select prepetition programs, the relief requested is essential to avoid immediate and irreparable harm to the Debtor's estate. The success of this Chapter 11 Case depends upon the Debtor's ability to maintain its operations and maximize estate value while contemplating a plan of reorganization. The relief requested in the First-Day Motions is a critical component of maintaining uninterrupted business operations and the confidence of key constituencies necessary to implement a successful chapter 11 process.

**CONCLUSION**

27. I believe approval of the relief requested in the First Day Motions is in the best interests of all stakeholders and respectfully request that the Court grant all relief requested in the First Day Motions and such other further relief as may be just.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Dated: April 6, 2025  
Portland, Oregon

/s/ Thomas Mooney  
Thomas Mooney, Founder and CEO

**Exhibit A**

**Lien Search Results**

**Matter#** 32881-001 **Order#** 021002-1  
**Project Id:** **Order Date:** 02/28/2025  
**Additional Reference:**

**Subject:** House Spirits Distillery LLC

**Jurisdiction:** DE - Secretary Of State

**Request for:** UCC Debtor

**Thru Date:** January 24, 2025

**Result:** Clear

**Request for:** Federal Tax Lien

**Thru Date:** January 24, 2025

**Result:** Clear

Ordered by SAMANTHA ALEXANDER at PASHMAN STEIN WALDER HAYDEN, PC

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# Delaware

Page 1

The First State

***CERTIFICATE***

***SEARCHED FEBRUARY 28, 2025 AT 11:03 A.M.  
FOR DEBTOR, HOUSE SPIRITS DISTILLERY LLC***

***THE UNDERSIGNED FILING OFFICER HEREBY CERTIFIES THAT THERE ARE NO  
PRESENTLY EFFECTIVE FINANCING STATEMENTS, FEDERAL TAX LIENS OR UTILITY  
SECURITY INSTRUMENTS FILED IN THIS OFFICE WHICH NAME THE ABOVE DEBTOR,  
HOUSE SPIRITS DISTILLERY LLC AS OF JANUARY 24, 2025 AT 11:59 P.M.***



20260802480-UCC11  
SR# 20250827780

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*C. B. Sanchez*

Charuni Patibanda-Sanchez, Secretary of State

Authentication: 203047194  
Date: 02-28-25

**Matter#** 32881-001 **Order#** 021002-1  
**Project Id:** **Order Date:** 02/28/2025  
**Additional Reference:**

<b>Subject:</b>	<b>House Spirits Distillery LLC</b>
<b>Jurisdiction:</b>	<b>DE - U.S. District Court</b>
<b>Request for:</b>	<b>Federal Judgment</b>
<b>Thru Date:</b>	<b>February 26, 2025</b>
<b>Result:</b>	<b>Clear</b>
<b>Request for:</b>	<b>Federal Defendant Suit</b>
<b>Years Searched:</b>	<b>10</b>
<b>Records Searched:</b>	<b>OPEN Cases</b>
<b>Thru Date:</b>	<b>February 26, 2025</b>
<b>Result:</b>	<b>Clear</b>

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**Matter#** 32881-001

**Order#** 021002-1

**Project Id :**

**Order Date** 02/28/2025

**Subject:** HOUSE SPIRITS DISTILLERY LLC

**Jurisdiction:** DE - U.S. District Court

**Request for:** Federal Judgment Search

**Thru Date:** February 26, 2025

**Result:** Clear

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**Matter#** 32881-001

**Order#** 021002-1

**Project Id :**

**Order Date** 02/28/2025

**Subject:** **HOUSE SPIRITS DISTILLERY LLC**

**Jurisdiction:** **DE - U.S. District Court**

**Request for:** **Federal Defendant Suit Search**

**Years Searched:** 10

**Records Searched:** OPEN Cases

**Thru Date:** **February 26, 2025**

**Result:** **Clear**

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**Matter#** 32881-001 **Order#** 021002-1  
**Project Id:** **Order Date:** 02/28/2025  
**Additional Reference:**

<b>Subject:</b>	<b>House Spirits Distillery LLC</b>
<b>Jurisdiction:</b>	<b>DE - New Castle County Prothonotary</b>
<b>Request for:</b>	<b>State Tax Lien</b>
<b>Thru Date:</b>	<b>February 15, 2025</b>
<b>Result:</b>	<b>Clear</b>
<b>Request for:</b>	<b>Local Judgment</b>
<b>Thru Date:</b>	<b>February 15, 2025</b>
<b>Result:</b>	<b>Clear</b>
<b>Request for:</b>	<b>Mechanics Lien</b>
<b>Thru Date:</b>	<b>February 15, 2025</b>
<b>Result:</b>	<b>Clear</b>
<b>Request for:</b>	<b>Environmental Lien</b>
<b>Thru Date:</b>	<b>February 15, 2025</b>
<b>Result:</b>	<b>Clear</b>

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**Matter#** 32881-001

**Order#** 021002-1

**Project Id :**

**Order Date** 02/28/2025

**Subject:** HOUSE SPIRITS DISTILLERY LLC

**Jurisdiction:** DE - New Castle County Prothonotary

**Request for:** State Tax Lien Search

**Thru Date:** February 15, 2025

**Result:** Clear

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**Matter#** 32881-001

**Order#** 021002-1

**Project Id :**

**Order Date** 02/28/2025

**Subject:** HOUSE SPIRITS DISTILLERY LLC

**Jurisdiction:** DE - New Castle County Prothonotary

**Request for:** Local Judgment Search

**Thru Date:** February 15, 2025

**Result:** Clear

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**Matter#** 32881-001

**Order#** 021002-1

**Project Id :**

**Order Date** 02/28/2025

**Subject:** HOUSE SPIRITS DISTILLERY LLC

**Jurisdiction:** DE - New Castle County Prothonotary

**Request for:** Mechanic's Lien Search

**Thru Date:** February 15, 2025

**Result:** Clear

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**Matter#** 32881-001

**Order#** 021002-1

**Project Id :**

**Order Date** 02/28/2025

**Subject:** HOUSE SPIRITS DISTILLERY LLC

**Jurisdiction:** DE - New Castle County Prothonotary

**Request for:** Environmental Lien

**Thru Date:** February 15, 2025

**Result:** Clear

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You agree that all information that Corporation Service Company furnishes to you will be used solely as one factor in your credit, insurance, marketing or other business decisions and will not be used (i) in determining a consumer's eligibility for credit or insurance where such credit or insurance is to be used primarily for personal, family or household purposes, (ii) for employment purposes, or (iii) for governmental licenses. Use of the information in the above manner is a violation of the Fair Credit Reporting Act.

**Matter#** 32881-001 **Order#** 021002-1  
**Project Id:** **Order Date:** 02/28/2025  
**Additional Reference:**

<b>Subject:</b>	<b>House Spirits Distillery LLC</b>
<b>Jurisdiction:</b>	<b>DE - New Castle County Recorder</b>
<b>Request for:</b>	<b>UCC Debtor</b>
<b>Thru Date:</b>	<b>February 15, 2025</b>
<b>Result:</b>	<b>Clear</b>
<b>Request for:</b>	<b>Federal Tax Lien</b>
<b>Thru Date:</b>	<b>February 15, 2025</b>
<b>Result:</b>	<b>Clear</b>

Ordered by SAMANTHA ALEXANDER at PASHMAN STEIN WALDER HAYDEN, PC

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maureen dicarlo  
[maureen.dicarlo@cscglobal.com](mailto:maureen.dicarlo@cscglobal.com)

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**CSC**

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800-927-9800  
617-523-6380 (Fax)

**Matter#** 32881-001

**Order#** 021002-1

**Project Id :**

**Order Date** 02/28/2025

**Subject:** HOUSE SPIRITS DISTILLERY LLC

**Jurisdiction:** DE - New Castle Superior Court

**Request for:** Local Defendant Suit Search

**Years Searched:** 10

**Records Searched:** OPEN Cases

**Thru Date:** February 15, 2025

**Result:** Clear

Ordered by SAMANTHA ALEXANDER at PASHMAN STEIN WALDER HAYDEN, PC

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